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TO: DIVISION OAF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PANADERIA LA ESMERALDA, INC.

AUDIT NUMBER.....H97000019981

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1997

EMPIRE

SUBJECT: PANADERIA LA ESMERALDA, INC.
REF: W97000027066

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

List one corporate name in article one.

Please provide an English translation for the entity's name in your cover letter.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000019981
Letter Number: 197A00057273

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ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be:

PANADERIA LA ESMERALDA, INC.

ARTICLE II

The corporation may engage in the activity of business permitted under the laws of the United States and the State of Florida .

ARTICLE III

The maximun shares of a stock, with \$1.00 par value that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) Shares.

ARTICLE IV

The amount of capital with wich this corporation will begin business not be less than FIVE HUNDRED (\$500.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

Ramsan Professional Services
5849 W. Flager Street
Miami, Florida 33144
Phone: (305) 261-3225
Esther F. Alvarez, Accountant

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ARTICLE VI

The Principal office of this corporation shall be:

**15190 SW 56th STREET
MIAMI, FLORIDA 33185-4073**

ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

**OFELIA HERNANDEZ
14841 SW 160 STREET
MIAMI, FLORIDA 33187-0800**

PRESIDENT/SECRETARY

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

**OFELIA HERNANDEZ
14841 SW 160 STREET
MIAMI, FLORIDA 33187-0800**

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ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interest in, or is a Director or Officer of, or are Directors or Officers of such other corporation.

The corporation shall have the further right and power to, from time to time determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them, shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation, in its By-Laws, confers powers upon its Board of Directors of Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide, to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting of such business.

To enter into general general partnerships, limited partnerships (whether the corporation be a limited or general partnership) joint ventures, syndicates, pools, associations and other arrangements for carrying on one more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

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.We the undersigned being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida ,do hereby make,
subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively to abide by the Articles as herein stated.

Subscribed at Miami ,Dade County , Florida this 3rd days of December, 1997.


OFELIA HERNANDEZ
President

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

Before me, the undersigned authority, duly to administer oaths and receive acknowledgements, personally appeared:

----OFELIA HERNANDEZ -----

who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Miami ,Dade County ,Florida,
this 3rd days of December 1997.

Notary Public-State of Florida
at Large .-

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**CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
accordance with said Act:

That : **PANADERIA LA ESMERALDA, INC.**

is qualified to do business under laws of th State of Florida ,with its principal
office at:

**15190 SW 56th STREET
MIAMI, FLORIDA 33185-4073**

And has appointed:

**OFELIA HERNANDEZ
15190 SW 56th STREET
MIAMI, FLORIDA 33185-4073**

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TALLAHASSEE, FLORIDA

As its agent to accept services of process within this State.

ACKNOWLEDGEMENTS

pHaving been named to accept service of process for the above stated corporation
at the place designated in the Certificate, I hereby accept to act in this capacity
and agree to comply with the provision of said Act relative to keeping open said
office.


OFELIA HERNANDEZ
AGENT

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